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8 BLANCHARD TRAINING AND
DEVELOPMENT, INCORPORATED
9

10 UNITED STATES DISTRICT COURT
11 SOUTHERN DISTRICT OF CALIFORNIA
12

13 LEADERSHIP STUDIES, INC.,

14 Plaintiff,

15 v.

16 BLANCHARD TRAINING AND
DEVELOPMENT, INCORPORATED,
17 and Does 1-10, inclusive,

18 Defendants.

19 BLANCHARD TRAINING AND
20 DEVELOPMENT, INCORPORATED,

21 Counterclaim-Plaintiff,

22 v.

23 LEADERSHIP STUDIES, INC.,

24 Counterclaim-
25 Defendant.

Case No.: 15 CV 1831 WQH KSC

**DECLARATION OF THOMAS
McKEE IN SUPPORT OF
BLANCHARD TRAINING'S POSITION
IN JOINT MOTION FOR
DETERMINATION OF DISCOVERY
DISPUTE ON PLAINTIFF'S
REQUESTS FOR PRODUCTION 73-78**

1 I, Thomas McKee, declare as follows:

2 1. I am currently the Chief Executive Officer of Blanchard Training and
3 Development, Incorporated ("BTD"), defendant and counterclaim-plaintiff in this
4 lawsuit. I have been with BTD and held various positions with the company since
5 1987. I make this declaration in support of BTD's portion of the Joint Motion for
6 Determination of Discovery Dispute on Plaintiff's Requests for Production 73-78. I
7 have personal knowledge of the facts contained within this declaration, and if called
8 as a witness, could testify competently to the matters contained herein.

9 2. I have personally been involved in the negotiations regarding the
10 dispute between BTD and Leadership Studies, Inc. ("Leadership Studies") that is
11 the subject of this lawsuit.

12 3. Ongoing discussions between the parties had broken down when
13 Leadership Studies sent a counter-proposal on September 17, 2015 with terms that,
14 in my view, confirmed Leadership Studies' intent to rewrite the history between the
15 parties and to obtain a windfall from the sale of BTD's business, as opposed to
16 seeking any redress tied to the alleged harms identified in the Complaint filed by
17 Leadership Studies on August 17, 2015.

18 4. Documents relating to the recently-contemplated transaction wherein
19 BTD would have sold itself to third party Korn/Ferry International ("KF") (the
20 recently-contemplated transaction is the "KF Deal") that are on the log produced as
21 Exhibit 22 to the Declaration of Nathaniel Fintz that are the subject of this motion
22 include BTD's trade secret or other confidential commercial information, including
23 details regarding all aspects of BTD's business that would be expected to be
24 discussed in the context of the negotiation for the sale of a business.

25 5. The information in the KF Deal documents exchanged by BTD and KF
26 was exchanged under a Mutual Confidentiality Agreement dated March 11, 2015, a
27 true and correct copy of which is attached hereto as Exhibit A.

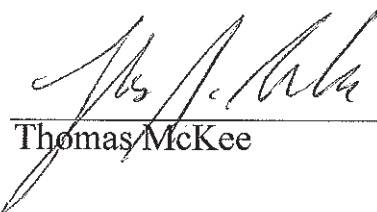
28 6. It would be harmful for BTD to disclose such confidential information

1 to any of its competitors, but no competitor moreso than CLS, who filed this lawsuit
2 complaining about activities it had tolerated for decades.

3 7. I have concern that CLS and its counsel would use the KF Deal
4 documents for its strategic advantage in seeking to obtain a settlement based on the
5 value of BTD, or based on terms that would prevent the future sale of BTD, instead
6 of the merits of any claims or defenses in this lawsuit.

7 8. To this day, KF and BTD continue to have a shared interest in having
8 the KF Deal documents and any recent correspondence remain shielded from both
9 public view and from CLS and its counsel.

10 I declare under penalty of perjury that the foregoing is true and correct.
11 Executed on April 17, 2017 in Escondido, California.

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15 Thomas McKee
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